

INSTRUCTIONS TO FORM SCC898.5 – GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

(Virginia nonstock corporation to be domesticated under the laws of another jurisdiction)

Guideform SCC898.5 5 has been produced by the Commission as a guide to help you prepare the corporation's articles of incorporation surrender. Please note, however, that **this guideform with the blanks filled in will not be accepted**. You must separately type the articles, using this form as a guide, inserting appropriate information and omitting inapplicable text (such as the Commission's seal, the first four lines of the guideform's caption, and the italicized portions).

Filing Requirements									
Pay all fees and penalties before submitting this application to the Commission. If the Commission issues the articles of incorporation surrender on or before the annual registration fee due date, payment of the registration fee for the current year is not required.									
Required Fees	Filing Fee: \$25.00								
File Online Today	Paper Filing								
Visit https://cis.scc.virginia.gov to file articles of incorporation surrender in real time. Questions? Visit the CIS help page at https://scc.virginia.gov/pages/CIS-Help for how-to guides, answers to frequently asked questions, and helpful videos. Pay online with a credit card or eCheck. No additional processing fees apply for filing online.	Download from https://scc.virginia.gov/pages/Virginia-Nonstock-Corporations complete, print, and mail or deliver to below address: <table border="0"><tr><td>State Corporation Commission</td><td>Courier Delivery Address</td></tr><tr><td>Clerk's Office</td><td>1300 E. Main St, 1st floor</td></tr><tr><td>P.O. Box 1197</td><td>Richmond, VA 23219</td></tr><tr><td>Richmond, VA 23218-1197</td><td></td></tr></table> Include a check payable to State Corporation Commission. DO NOT SEND CASH.	State Corporation Commission	Courier Delivery Address	Clerk's Office	1300 E. Main St, 1 st floor	P.O. Box 1197	Richmond, VA 23219	Richmond, VA 23218-1197	
State Corporation Commission	Courier Delivery Address								
Clerk's Office	1300 E. Main St, 1 st floor								
P.O. Box 1197	Richmond, VA 23219								
Richmond, VA 23218-1197									

If all of the members consented to the incorporation surrender, in paragraph 4 set forth the statement in part A (and omit parts B and C). If the members' consent was less than unanimous, in paragraph 4 provide the information required in both (1) and (2) of part B. The plan of domestication must be approved by each group entitled to vote on the plan by more than two-thirds of all votes entitled to be cast by that voting group, unless the board of directors requires a greater vote or unless the articles of incorporation provide for a greater or lesser vote, so long as the vote provided for is not less than a majority of all votes cast on the plan by each voting group entitled to vote at a meeting at which a quorum of the voting group exists. If the corporation has no members or no members with voting rights, in paragraph 4 set forth the appropriate -statement in part C (and omit parts A and B). See §§ 13.1-898.3 and 13.1-898.5 of the Code of Virginia.

The articles of incorporation surrender must be signed in the name of the corporation by the chairman or any vice-chairman of the board of directors, the president, or any other of its officers authorized to act on behalf of the corporation. Set forth the printed name and the corporate title below or next to the signature. See § 13.1-804 of the Code of Virginia.

It is a Class 1 misdemeanor for any person to sign a document he or she knows is false in any material respect with intent that the document be delivered to the Commission for filing. See § 13.1-811 of the Code of Virginia.

NOTE

The corporation shall automatically cease to be a Virginia corporation when the certificate of incorporation surrender becomes effective. See § 13.1-898.5 of the Code of Virginia.

If, after domestication, the former Virginia corporation intends to continue to transact business in Virginia as a foreign corporation, then, within thirty days after the effective date of the certificate of incorporation surrender, it must deliver to the Commission an application for a certificate of authority to transact business in Virginia pursuant to § 13.1-921 of the Code of Virginia together with a copy of its instrument of domestication and articles of incorporation and all amendments thereto, duly authenticated by the Secretary of State or other official having custody of corporate records in the state or country under whose laws it is incorporated or domesticated. See § 13.1-898.5 of the Code.

Important Information

The articles must be in the English language, typewritten or legibly printed in black, using the following guidelines:

- use solid white paper
- one-sided
- minimum 1.25" top margin and 0.75" all other sides
- size 8 1/2" x 11"
- no visible watermarks or background logos

Do not include Personally Identifiable Information, such as a Social Security number, in a business entity document submitted to the Office of the Clerk for filing with the Commission. Information in these documents is available to the public. For more information, see Notice Regarding Personally Identifiable Information at www.scc.virginia.gov/clk.



State Corporation Commission

Form
SCC898.5
(Rev. 08/20)

GUIDE FOR ARTICLES OF INCORPORATION SURRENDER

(Virginia nonstock corporation to be domesticated under the laws of another jurisdiction)

ARTICLES OF INCORPORATION SURRENDER OF

(name of corporation)

The undersigned, on behalf of the nonstock corporation named below, pursuant to Title 13.1, Chapter 10, Article 11.1 of the Code of Virginia, states as follows:

1. The name of the corporation is _____ (name of corporation).
2. The plan of domestication, pursuant to § 13.1-898.2 of the Code of Virginia, is set forth as follows:
 - A. The jurisdiction in which the corporation is to be domesticated is _____ (new jurisdiction of incorporation).
 - B. Upon its domestication in the foregoing jurisdiction, the name of the corporation will be _____ (name of corporation in new jurisdiction of incorporation).
 - C. (Set forth the terms, conditions and any additional provisions of the plan of domestication.)
3. These articles of incorporation surrender are being filed in connection with the domestication of the corporation as a foreign corporation to be incorporated under the laws of another jurisdiction and the corporation is surrendering its charter under the laws of Virginia.
4. (Set forth how the plan of domestication was adopted on behalf of the corporation using A, B or C, below, whichever is applicable.)
 - A. The plan of domestication was adopted by the unanimous consent of the members.
 - B. The plan of domestication was proposed by the board of directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum of each voting group was present:

- (1) Either (a) the total number of votes cast for and against the plan by each voting group entitled to vote separately on the plan was:

Voting group

Total votes **FOR**

Total votes **AGAINST**

Or (b) the total number of undisputed votes cast for the plan separately by each voting group was:

Voting group

Total undisputed votes **FOR**

- (2) And the number cast for the plan by each voting group was sufficient for approval by that voting group.

- C. The plan was adopted at a meeting of the board of directors held on _____ (date) by a vote of a majority of the directors in office. Member approval of the plan was not required because: (Set forth either (1) or (2), below.)

- (1) The corporation has no members.

Or

- (2) The corporation has no members with voting rights.

5. The corporation hereby revokes the authority of its registered agent to accept service on its behalf and appoints the clerk of the Commission as its agent for service of process in any proceeding based on a cause of action arising during the time it was incorporated under the laws of Virginia.
6. The corporation's mailing address to which the clerk may mail a copy of any process served on the clerk as the corporation's agent is _____ (insert mailing address).
7. The corporation hereby commits to notify the clerk of the Commission in the future of any change in the mailing address of the corporation.

Executed in the name of the corporation by:

_____ (signature)

_____ (date)

_____ (printed name)

_____ (corporate title)

_____ (corporation's SCC ID no.)

_____ (telephone number (optional))

THIS FORM IS TO BE USED AS A GUIDE ONLY.